AUTODESK INC Form 4 January 06, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BECKER JAN			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			AUTODESK INC [ADSK]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
111 MCINNIS	PKWY		(Month/Day/Year) 01/02/2015	Director 10% Owner Officer (give title Other (specification) below) SVP, Human Resources			
(Street) SAN RAFAEL, CA 94903			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		. 15. 16 B 6.110			

(City)	(State)	Tab	le I - Non-l	Derivative S	Securities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction	4. Securitie on Disposed (Instr. 3, 4)	` '	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) Code V		(A) or (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	01/02/2015		S <u>(1)</u>	6,697 I	\$	82,539 (3) (4) (5)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BECKER JAN 111 MCINNIS PKWY SAN RAFAEL, CA 94903

SVP, Human Resources

Signatures

Andy Sewell, Attorney-in-Fact for Jan

Becker 01/06/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 17, 2014.
- (2) Shares were sold in various amounts between \$60.015 and \$60.43 inclusive. The price listed here reflects the average weighted price.
- (3) The total securities beneficially owned includes 27,705 shares of unvested restricted stock units.
- (4) A recent audit of the Reporting Person's holdings determined her ownership previously was over-reported due to an administrative error. This Form 4 restates her ownership accordingly.
- (5) Includes shares acquired in September 2014 pursuant to the Issuer's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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